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February 12, 2008

BY CM/ECF AND EMAIL

The Honorable Joseph J. Farnan, Jr.
United States District Court
District of Delaware
844 King Street
Wilmington, DE 19801

Re: • *Magten Asset Management Corp. and Law Debenture Trust Co. v. Northwestern Corp.*; C.A. No. 04-1494-JJF

Your Honor:

The parties in the above captioned action, and all other related actions pending before Your Honor and elsewhere in this District, have reached an agreement in principle on the terms of a global compromise and settlement. Accordingly, counsel for Magten, Law Debenture and NorthWestern jointly request that the matters pending before the Court be stayed or adjourned in order to allow the parties time to document the agreement in principle that has been reached among Magten, Law Debenture, NorthWestern, and various other parties.

The contemplated settlement would resolve all matters currently pending before Your Honor, the Third Circuit and the Bankruptcy Court. In that regard, the appeals pending before the Third Circuit, including oral arguments that were previously scheduled for yesterday, have been stayed and the parties have made a submission to the Bankruptcy Court stating that they expect to present a global compromise and settlement in the near term. Therefore, we respectfully make a joint request that all arguments and briefing scheduled for this and next week, as well as the March 5 trial date, be stayed or adjourned while the parties work to document the agreement. In the unlikely event that these processes do not result in a global compromise and settlement, the parties will respectfully request that the matters before Your Honor be placed back on your "active" calendar in a manner that is both convenient for Your Honor and preserves the status quo of timing that exists with respect to the argument of the summary judgment motion, submission of responses to motions in limine and other matters currently pending.



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We greatly appreciate Your Honor's assistance in aiding the parties to reach a final resolution of all pending disputes and litigations.

Respectfully submitted,

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